

# ***EXHIBIT B***

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SAMMART FASHION CO. LTD.

07 CV 4035

JUDGE BATTS

UNITED STATES DISTRICT COURT

: SOUTHERN DISTRICT OF NEW YORK

: Case No.

Plaintiff,

v.

WEAR ME APPAREL CORP. d/b/a KIDS :  
HEADQUARTERS and HEYMAN :  
CORPORATION :

COMPLAINT

MAY 23 2007

Defendant.

STATEMENT OF JURISDICTION

1. Plaintiff, Sammart Fashion Co. Ltd., is a Hong Kong corporation, located at 1509 Asia Trade Centre, 79 Lei Muk Road, Kwai Chung, N.T., Hong Kong.
2. Defendant Wear Me Apparel Corp. is a New York corporation located at 31 West 34<sup>th</sup> Street, New York, NY, 10001.
3. Defendant Heyman Corporation is a Illinois corporation with offices located at 120 South Riverside Plaza, Chicago, Illinois, 60606.
4. Jurisdiction of this Court is based upon diversity of

EXHIBIT

Exhibit No. 5206

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citizenship, pursuant to 28 U.S.C. 1322, et seq., and the amount in controversy exceeds \$100,000.00.

FIRST COUNT

1. There is due from the defendants Wear Me Apparel Corp. d/b/a Kids Headquarters, and Heyman Corporation, to the plaintiff the sum of \$257,947.63 for goods sold and delivered and /or services rendered by the plaintiff to the defendants pursuant to the attached statement, (Exhibit "A").

2. The plaintiff sues the defendants for goods sold and delivered and/or services rendered by the plaintiff to the defendants upon the promise of the defendants to pay the agreed amount.

3. The defendants, being indebted to the plaintiff in the sum of \$257,947.63, upon an account stated between them did promise to pay to the plaintiff said sum upon demand.

4. Payment has been demanded and has not been made.

WHEREFORE, plaintiff demands judgment against the defendants Wear Me Apparel Corp. d/b/a Kids Headquarters, and Heyman Corporation, in the sum of \$257,947.63, plus costs and attorney's fees.

SECOND COUNT

1. Plaintiff repeats the allegations contained in the First Count of its Complaint as if stated verbatim herein.

2. Plaintiff sold goods and services to the defendant Hayman Corporation, and there is a balance due of \$257,947.63, which has

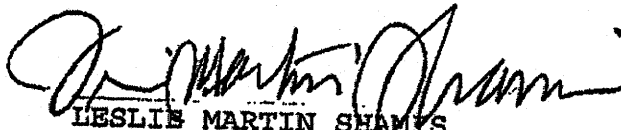
not been paid by Hayman Corporation, despite demand.

3. Upon information and belief, there was an asset sale by and between defendant Hayman Corporation and Wear Me Apparel Corp., wherein Wear Me Apparel Corp. purchased assets and assumed certain liabilities, including the debt which is the subject of this litigation.

4. Payment has been demanded and has not been received. Upon information and belief, as a result of the asset sale and assumption of liabilities by and between Heyman Corporation and Wear Me Apparel Corp., Wear Me Apparel Corp. is responsible for payment to the plaintiff.

WHEREFORE, plaintiff demands judgment against the defendants Wear Me Apparel Corp. d/b/a Kids Headquarters, and Heyman Corporation, in the sum of \$257,947.63, plus costs and attorney's fees.

I certify that the matter in controversy is not the subject of any other action or arbitration proceeding, now or contemplated, and that no other parties should be joined in this action. R. 4:5-1.

  
LESLIE MARTIN SHAMS  
Attorney for Plaintiff

Dated: April 25, 2007